

RE ELECTRONIC BOOKS ANTITRUST LITIGATION, Case No. 11-md-02293
and
Texas, et al. v. Penguin Group, et al, Case No. 12-cv-03394

**PLAINTIFFS' MEMORANDUM IN SUPPORT OF MOTION FOR PRELIMINARY
APPROVAL OF MACMILLAN AND PENGUIN SETTLEMENT AGREEMENTS
AND OF THE CONSUMER NOTICE AND DISTRIBUTION PLANS**

EXHIBIT D

AMENDED NOTICE PLAN

*Re Electronic Books Antitrust Litigation, Case No. 12-md-02293
and
Texas, et al. v. Penguin Group, et al, Case No. 12-cv-03394*

U.S. District Court for the Southern District of New York

**NOTICE PLAN
(as amended July 11, 2013)**

Related to the Settlements between Plaintiffs and Holtzbrinck Publishers, LLC, d/b/a Macmillan (“Macmillan Settlement”) and Penguin Group (USA) Inc. (“Penguin Settlement”), and between Class Plaintiffs and Hachette, Simon & Schuster, and HarperCollins (“Minnesota-only Settlement”) (collectively, “Settlements”)

PLAINTIFFS' PROPOSED SETTLEMENT NOTICE PLAN

Kinsella Media, Rust Consulting, and Plaintiffs worked together to design a notice program that comports with due process and effective notification standards. It includes direct notice, paid media, and earned media notice. This proposed Notice Plan and the attached Notices are modeled on the Notice Plan approved by this Court in the Previously Approved Settlements.¹

As detailed below, the vast majority of eligible consumers will receive direct notice of the Settlements² by email. This direct notice will be supplemented with paid media notice and earned media outreach encompassing both traditional and social media outlets. Additionally, the claims administrator will maintain a website and call center which will provide in-depth information and assistance.

Direct Email Notice

Most E-book retailers require customers to create accounts and provide a valid email address before one can purchase an E-book. In addition, most E-book retailers track each and every E-book purchase. This information provides an unusual opportunity to deliver direct notice to approximately 95% or more of eligible consumers.

E-book Retailers: Amazon, Barnes & Noble, Apple, Kobo, Sony, and Google have each agreed to identify, in their own internal system, all individual customers who purchased qualifying E-books. In addition, Amazon, Barnes & Noble, Kobo, and Google have agreed to

¹ For purposes of this Notice Plan, "Previously Approved Settlements" mean the Settlement Agreements between Attorneys General of 55 jurisdictions and Hachette, Simon & Schuster, and HarperCollins which were approved by this Court on February 8, 2013 in the related case, *Texas, et al. v. Hachette Book Group, Inc. et al.*, Case No. 12 cv 6625.

² For purposes of this Notice Plan, "Settlements" mean the Settlement Agreements reached by 33 Attorneys General and Class Plaintiffs with Macmillan and Penguin, and the Settlement Agreement between Class Plaintiffs for Minnesota residents and Hachette, Simon & Schuster, and HarperCollins, dated June 20, 2013 ("Minnesota-only Settlement").

send an initial notice email to each identified customer eligible to receive Settlement funds, while Apple and Sony have agreed to provide the Claims Administrator all necessary contact information so it can send a similar notice email to all eligible customers identified by Apple and Sony.

The Retailer Email will describe, in plain, easily understood language, the basic elements of Plaintiffs' lawsuits and give notice of the proposed Settlements and the consumer's right to opt-out. The email will also identify the website and toll-free phone number that eligible consumers can go to or call in order to receive the long-form Detailed Notice. It also informs consumers of important deadlines.

There will be three slightly different versions of the initial Retailer Email depending on whether the consumer is eligible to receive an automatic credit, an automatic check, or a check pursuant to submitting a claim form. Each of these customers may also receive two additional email notices or postcard notices regarding the pending credit or check. The form and content of all the Retailer Emails are attached as Attachment A.

Eligible Minnesota residents are in a unique position relative to other eligible consumers. The Attorney General of Minnesota chose not to participate in the Previously Approved Settlements but Minnesota residents are class members of the Macmillan, Penguin, and Minnesota-only Settlements. Although Minnesota residents will be identified by the retailers and will be sent direct email notice as noted above, the wording of the notices will be different to provide all additional information specific to Minnesota residents. The proposed Retailer Emails to Minnesota residents related to the Macmillan, Penguin, and Minnesota-only Settlements are attached as Attachment B.

Website

A website was established in October 2012 to communicate with eligible consumers regarding the Previously Approved Settlements. This established channel of information to consumers will be updated with information regarding the additional settlements. The proposed Detailed Notices, one for Minnesota residents and one for non-Minnesota residents, will be posted on the website and consumers will be able to both view and download these and other documents. The Detailed Notices will provide more information as well as answers to commonly asked questions. This website will also prominently feature important dates and procedures for submission of requests for exclusion, objections, or notices of appearance for the Settlement Hearing. The form and content of the general Detailed Notices are attached as Attachment C.

Paid Media

Given the extensive direct notice made possible by retailer participation in the notification process, paid media notice will be supplemental only. The purpose of the paid media notice as well as the earned and social media is to provide eligible consumers who do not receive direct notice with an opportunity to participate in the Macmillan, Penguin, and Minnesota-only Settlements, and to provide those who did receive notice with an additional opportunity to act on their rights. The supplemental media notice will include the following elements:

Internet Banner Advertising: Given the nature of the purchases in this case, and the media habits of E-book purchasers, paid media notice will consist of banner advertising on popular websites and online ad networks. The banner advertisements will alert eligible consumers to the Settlements by using a bold headline. The headline will enable eligible consumers to quickly

determine if they may be affected by the Settlements. When users click on a banner advertisement, they will be connected to the informational website that contains complete information about their legal rights. A sample banner advertisement is attached as Attachment D.

The websites selected for inclusion in the plan are:



- 24/7 Real Media is a network that represents over 5,000 websites.
- Banner advertisements measuring 728 x 90, 300 x 250, and 160 x 600 pixels will appear, on a rotating basis, on websites that are part of the 24/7 Real Media Network for a total estimated 12,500,000 gross impressions.³
- The banner advertisements will appear for approximately 30 days.



- Facebook is a social networking site used by millions of people to keep up with friends, upload photos, share links and videos, and learn more about the people they meet.
- Banner advertisements measuring 100 x 100 pixels will appear on Facebook for a total estimated 10,000,000 gross impressions.
- The banner advertisements will appear for approximately 30 days.



- Glam Media Network is a style, fashion, and celebrity network targeted to women.
- Banner advertisements measuring 728 x 90 pixels, 160 x 600, and 300 x 250 pixels will appear on Glam Media Network for a total estimated 3,500,000 gross impressions.
- The banner advertisements will appear for approximately 30 days.

³ Gross Impressions are the duplicated sum of audiences to the media vehicle containing the notice.

Google Ads | Display Network

- Google Display Network is a collection of websites that have partnered with Google, YouTube, and specific Google properties.
- Display banners will target literature and book blogs.
- The banner advertisements will appear for approximately 30 days.

Parade

- Parade.com connects people to local online news and information sources.
- Banner advertisements measuring 728 x 90, 300 x 250, 160 x 60, and 468 x 60 pixels will appear on Pheedo for a total estimated 6,000,000 gross impressions.
- The banner advertisements will appear for approximately 30 days.

Mobile Device Advertising: Additional notice will be provided through ads that appear on mobile devices, including tablets. Mobile advertisements will be substantially similar in content to the banner advertisements and will also connect users who click on them to the informational website. The selected mobile websites are:

Jumptap.

- Jumptap is a network of mobile sites and applications.
- Display ads will appear on mobile devices for a total estimated 3,00,000 gross impressions.
- The banner advertisements will appear for approximately 30 days.



- Millennial Media is a mobile and app platform that uses technology to target mobile

consumer behavior attributes.

- Display ads will appear on tablets for a total of 3,000,000 gross impressions. (The exact size of the banners is to be determined.)
- The banner advertisements will appear for approximately 30 days.

Print Media: The supplemental paid media will include newspaper notice in the U.S. territories and commonwealths. The print Publication Notice will inform consumers in plain, easily understood language of the pendency of the lawsuit and of the proposed Settlements. It will also apprise consumers that a Detailed Notice is available upon request or by visiting the website. The form and content of the print Publication Notice is attached as Attachment E. The Publication Notice will appear in the following newspapers:

<ul style="list-style-type: none">• <i>El Nueva Dia</i>• <i>El Vocero</i>• <i>Pacific Daily News (Guam)</i>• <i>Primera Hora</i>• <i>La Estrella De Puerto Rico</i>	<ul style="list-style-type: none">• <i>Saipan Tribune</i>• <i>Samoa News</i>• <i>St. Croix Avis</i>• <i>St. Johns Trade Winds</i>• <i>Virgin Islands Daily News</i>
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Earned and Social Media

In addition to paid media, outreach will be conducted to attempt to provide additional notice opportunities through earned media and social media. Earned media outreach will include the following elements:

Press Release: A press release on PR Newswire's US1 national wire, reaching more than 5,500 print and broadcast outlets and more than 5,400 websites and online databases, will be distributed. The press release will highlight the toll-free telephone number and Settlement website address so that eligible consumers can obtain complete information.

Blog Outreach: Outreach will be made to over 300 blog outlets that cover topics related to books, book reviews, authors, writers, etc. Blogs will be selected based on relevance, unique visits per month, and influence rank.

The Social Media elements will include:

Social Posts: A SocialPostTM will be included as part of the press release. The SocialPostTM will utilize both general and industry specific Tweeter accounts to attract additional audiences and online searchers to the notice.

Other Components

In order to help search engine users locate the informational website about this case – both those specifically looking for it and those looking for related topics – Kinsella Media will purchase sponsored links to appear when searchers enter certain terms.

According to StatCounter.com, Google, Yahoo!, and Bing are the most frequently used search engines in the U.S.⁴ Kinsella Media will contract with Google AdWords, Yahoo! Search Marketing, and Bing Microsoft Advertising to take advantage of people actively looking for information about the case online. Sponsored links could appear on the results page of keyword/phrase searches. Search ads are displayed along with search results when someone searches using one of the keywords. Ads appear under 'Sponsored links' in the side column of a search page, and may also appear in additional positions above the free search results.

Postcard Notice

⁴ StatCounter, Global Stats, *Top 5 Search Engines in the U.S.*, available at gs.statcounter.com/#search_engine-US-monthly-200904-201005 (last visited Oct. 19, 2011).

As part of the initial notification process in the Previously Approved Settlements, Rust sent postcard notices to Apple and Sony customers whose email notice was returned as undeliverable. Rust will send postcard notices to those customers again notifying them of the new Settlements. Postcard notices will also be sent to class members who are part of the Minnesota-only settlement whose email notice is returned as undeliverable.

ATTACHMENT A

Notices from Retailers offering Credits

1. 1st Email—For Amazon Customers: General Notice of Settlements (Non-Minnesota residents)

Settlement ID Number:

Benefits from E-books Settlement Fund

Para una notificación en Español, llamar o visitar nuestro website.

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs with E-book publishers Holtzbrinck Publishers, LLC, (known as Macmillan) ("Macmillan") and Penguin Group (USA) Inc. ("Penguin"). The Settlements resolve Plaintiffs' claims against Macmillan and Penguin in antitrust lawsuits about the price of electronic books ("E-books"). Amazon has not been sued in these cases. It is providing this notice as a service to its customers.

What the Settlements Provide

The Macmillan and Penguin Settlements, together with settlements previously approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers like you will receive automatic credits to your E-reader accounts. The credit can be used on any purchases of E-books or print books. The amount of your payment has been determined based on the qualifying E-book purchases identified by Amazon in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your credit. It will be applied to your account by Amazon automatically, and you will receive another email letting you know when it's available. Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined and issued as one credit for your Amazon E-reader account. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

You also have the option to receive a check instead of your credit. You can request a check by calling 1-866-621-4153, or going to the Settlement website listed below, and clicking on the Check Request Option link **on or before Month Day, Year**. Be sure to reference the Settlement ID number found at the top of this email. The Settlement website is:

www.EBookAGSettlements.com

Your Other Rights

You can choose to exclude yourself from the Macmillan and/or Penguin Settlements and keep your right to sue on your own. If you exclude yourself, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

Your written Exclusion Form or objections must be postmarked **by Month Day, Year**. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xxx.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit www.EBookAGSettlements.com**

2. 2nd Email—For Amazon Customers: Credit is ready

Settlement ID Number:

Automatic Credit Is Ready For Use

You previously received an email informing you that you were eligible for an automatic credit in your Amazon account. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). If you did not receive those emails, you can read about these Settlements at www.EBookAGSettlements.com.

We are happy to inform you that the Court in charge of these cases has approved all the Settlements, and you have an automatic credit in your [Retailer] account. You can use your credit online to purchase print or E-books, regardless of publisher. If your account does not reflect this credit, please contact Amazon’s customer service.

This credit is valid for one year. If you have not used your credit within 90 days of the expiration of the credit, you will receive an email reminding you that it is still available.

If you have any questions about any of the Settlements, please visit www.EBookAGSettlements.com.

3. 3rd Email—For Amazon Customers: Reminder about Credit

Settlement ID Number:

Automatic Credit Will Expire In 90 Days

You previously received emails informing you that you were eligible for an automatic credit in your Amazon account, and that your credit was ready for use. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). For more information about the Settlements, please visit www.EBookAGSettlements.com.

Our records indicate that your credit will expire in 90 days, on Month Day, Year. You can use this credit to purchase any print or E-book, regardless of publisher. You will not be able to use your credit after it expires.

If you have any questions about your credit, please contact Amazon’s customer service.

1. 1st Email—For Barnes & Noble and Kobo Customers: General notice of settlements (Non-Minnesota Residents)

Settlement ID Number:

Benefits from E-books Settlement Fund

Para una notificación en Español, llamar o visitar nuestro website.

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs with E-book publishers Holtzbrinck Publishers, LLC, (known as Macmillan) ("Macmillan") and Penguin Group (USA) Inc. ("Penguin"). The Settlements resolve Plaintiffs' claims against Macmillan and Penguin in antitrust lawsuits about the price of electronic books ("E-books"). [Retailer] has not been sued in these cases. It is providing this notice as a service to its customers.

What the Settlements Provide

The Macmillan and Penguin Settlements, together with settlements previously approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers like you will receive automatic credits to your E-reader accounts. The credit can be used on any purchases of E-books or print books. The amount of your payment has been determined based on the qualifying E-book purchases identified by [Retailer] in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your credit. If the Court approves the Settlements, you will receive another email letting you know how to activate your credit. Once you activate the credit, it will be applied to your account by [Retailer]. Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined and issued as one credit for your [Retailer] E-reader account. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

You also have the option to receive a check instead of your credit. You can request a check by calling 1-866-621-4153, or going to the Settlement website listed below, and clicking on the Check Request Option link **on or before Month Day, Year**. Be sure to reference the Settlement ID number found at the top of this email. The Settlement website is:

www.EBookAGSettlements.com

Your Other Rights

You can choose to exclude yourself from the Macmillan and/or Penguin Settlements and keep your right to sue on your own. If you exclude yourself, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

Your written Exclusion Form or objections must be postmarked by **Month Day, Year**. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xxx.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit www.EBookAGSettlements.com**

2. 2nd Email—For Barnes & Noble and Kobo Customers: Credit is ready to activate

Settlement ID Number:

Your Credit Is Ready To Be Activated

You previously received an email informing you that you were eligible for an automatic credit in your [Retailer] account. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). If you did not receive that email, you can read more about the Settlements at www.EBookAGSettlements.com.

We are happy to inform you that the Court in charge of these cases has approved all the Settlements, and an account credit is ready for you to activate by [PROVIDE RETAILER-SPECIFIC INSTRUCTIONS]. Once you have activated your account credit, you can use it to purchase print or E-books, regardless of publisher. If your account does not reflect this credit, please contact [Retailer]’s customer service.

This credit will be available for activation for one year. If you have not activated your credit within 90 days of the expiration of the credit, you will receive an email reminding you that it is still available to activate.

If you have any questions about any of the Settlements, please visit www.EBookAGSettlements.com.

[For applicable Crediting Retailers, include “CLICK HERE TO ACTIVATE YOUR CREDIT” Button]

3. 3rd Email—For Barnes & Noble, and Kobo: Reminder to activate credit

Settlement ID Number:

Your Credit Will Expire In 90 Days

You previously received emails informing you that you were eligible for an automatic credit in your [Retailer] account, and that your credit was ready to be activated. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). For more information about the Settlements, please visit www.EBookAGSettlements.com.

Our records indicate that your credit will expire in 90 days, on Month Day, Year if you do not activate it by that date. You can activate this credit [PROVIDE RETAILER-SPECIFIC INSTRUCTIONS]. Once you have activated your account credit, you can use this credit to purchase any print or E-book, regardless of publisher. You will not be able to use your credit after it expires.

If you have any questions about your credit, please contact [Retailer]’s customer service.

[For applicable Crediting Retailers, include "CLICK HERE TO ACTIVATE YOUR CREDIT" Button]

1. 1st Email—For Apple Customers: General notice of settlements (Non-Minnesota Residents)

Settlement ID Number:

Benefits from E-books Settlement Fund

Para una notificación en Español, llamar o visitar nuestro website.

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs with E-book publishers Holtzbrinck Publishers, LLC, (known as Macmillan) ("Macmillan") and Penguin Group (USA) Inc. ("Penguin"). The Settlements resolve Plaintiffs' claims against Macmillan and Penguin in antitrust lawsuits about the price of electronic books ("E-books").

What the Settlements Provide

The Macmillan and Penguin Settlements, together with settlements previously approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers like you will receive automatic credits to your E-reader accounts. The credit can be used on any purchases of E-books. The amount of your payment has been determined based on the qualifying E-book purchases identified by Apple in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your credit. If the Court approves the Settlements, you will receive another email letting you know how to activate your credit. Once you activate the credit, it will be applied to your account by Apple. Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined and issued as one credit for your Apple E-reader account. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

You also have the option to receive a check instead of your credit. You can request a check by calling 1-866-621-4153, or going to the Settlement website listed below, and clicking on the Check Request Option link **on or before Month Day, Year**. Be sure to reference the Settlement ID number found at the top of this email. The Settlement website is:

www.EBookAGSettlements.com

Your Other Rights

You can choose to exclude yourself from the Macmillan and/or Penguin Settlements and keep your right to sue on your own. If you exclude yourself, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

Your written Exclusion Form or objections must be postmarked by **Month Day, Year**. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any

action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xx x.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit www.EBookAGSettlements.com**

2. 2nd Email—For Apple Customers: Credit is ready to activate

Settlement ID Number:

Your Credit Is Ready To Be Activated

You previously received an email informing you that you were eligible for an automatic credit in your Apple account. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). If you did not receive that email, you can read more about the Settlements at www.EBookAGSettlements.com.

We are happy to inform you that the Court in charge of these cases has approved all the Settlements, and an account credit is ready for you to activate by [PROVIDE APPLE-SPECIFIC INSTRUCTIONS]. Once you have activated your account credit, you can use it to purchase E-books, regardless of publisher. If your account does not reflect this credit, please contact Apple’s customer service.

This credit will be available for activation for one year. If you have not activated your credit within 90 days of the expiration of the credit, you will receive an email reminding you that it is still available to activate.

If you have any questions about any of the Settlements, please visit www.EBookAGSettlements.com.

[For applicable Crediting Retailers, include “CLICK HERE TO ACTIVATE YOUR CREDIT” Button]

3. 3rd Email—For Apple Customers: Reminder to activate credit

Settlement ID Number:

Your Credit Will Expire In 90 Days

You previously received emails informing you that you were eligible for an automatic credit in your Apple account, and that your credit was ready to be activated. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). For more information about the Settlements, please visit www.EBookAGSettlements.com.

Our records indicate that your credit will expire in 90 days, on Month Day, Year if you do not activate it by that date. You can activate this credit [PROVIDE RETAILER-SPECIFIC INSTRUCTIONS]. Once you have activated your account credit, you can use this credit to purchase any E-book, regardless of publisher. You will not be able to use your

credit after it expires.

If you have any questions about your credit, please contact Apple's customer service.

[For applicable Crediting Retailers, include "CLICK HERE TO ACTIVATE YOUR CREDIT" Button]

4. 1st Postcard—For Apple Customers: General postcard about the Settlements

Settlement ID Number:

Benefits From E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs with E-book publishers Holtzbrinck Publishers, LLC, (known as Macmillan) ("Macmillan") and Penguin Group (USA) Inc. ("Penguin"). The Settlements resolve Plaintiffs' claims against Macmillan and Penguin in antitrust lawsuits about the price of electronic books ("E-books").

What the Settlements Provide

The Macmillan and Penguin Settlements, together with settlements previously approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers like you will receive credits to your E-reader accounts. The credit can be used on any purchases of E-books. The amount of your payment has been determined based on the qualifying E-book purchases identified by Apple in your E-reader account.

How to Receive Your Benefit

You are receiving this postcard because an email notice to the email address you have on file with Apple was undeliverable. In order to receive a credit in your Apple account, you need to contact the Settlement Administrator to verify or update your email address. If you do not contact the Settlement Administrator by **Month, Day, Year**, you will receive a check instead of a credit. You can reach the Settlement Administrator by phone at 1-866-621-4153 or by email at info@EBookAGSettlements.com. Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined and issued as one credit or check.

If you bought E-books from more than one retailer, you may receive notices with different instructions for each retailer.

Your Other Rights

You can choose to exclude yourself from the Macmillan and/or Penguin Settlements and keep your right to sue on your own. If you exclude yourself, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

Your written Exclusion Form or objections must be postmarked by **Month Day, Year**. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on **Month 00, 2013, at x:xx x.m.** to consider whether to approve the Macmillan and Penguin Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**This notice is only a summary. For detailed information:
Call 1-866-621-4153 or Visit www.EBookAGSettlements.com**

5. 2nd Postcard—For Apple Customers: Reminder to cash check

Settlement ID Number:

Check Must Be Cashed In 90 Days

You previously received a postcard informing you that you would be issued a check. The check results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books ("E-books"). For more information about the Settlements, please visit the Settlement Website, www.EBookAGSettlements.com.

This postcard is to remind you that the check must be cashed by **Month Day, Year**. If you have not cashed your check, please do so as soon as possible.

If you have not received your check, please call 1-866-621-4153 immediately and provide the Settlement ID Number found at the top of this postcard.

If you have any questions about your check, please call 1-866-621-4153 or visit the Settlement Website at www.EBookAGSettlements.com.

Notices from Retailers offering Checks

1. 1st Email—For Google Customers: General notice about Settlements

Settlement ID Number:

Benefits from E-books Settlement Fund

Para una notificación en Español, llamar o visitar nuestro website.

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs with E-book publishers Holtzbrinck Publishers, LLC, (known as Macmillan) (“Macmillan”) and Penguin Group (USA) Inc. (“Penguin”). The Settlements resolve Plaintiffs’ claims against Macmillan and Penguin in antitrust lawsuits about the price of electronic books (“E-books”). Google has not been sued in this case. It is providing this notice as a service to its customers.

What the Settlements Provide

The Macmillan and Penguin Settlements, together with settlements already approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers like you will receive payments. The amount of your payment has been determined based on the qualifying E-book purchases identified by Google in your E-reader account.

How to Receive your Benefit

If you filed a Claim Form with the previously-approved Settlements between State Attorneys General and Hachette, HarperCollins and Simon & Schuster you do not need to file a Claim Form for these Settlements. Your previously-filed Claim Form will automatically be included with these Settlements.

If you did not file a Claim Form in the previously-approved Settlements, in order to receive a payment from the Settlements, you will need to submit a Claim Form with your name, address, and the Settlement ID Number above. You can file a Claim Form either online or by mail. Further information on how to file a Claim Form is available at the Settlement Website at www.EBookAGSettlements.com. Claim Forms must be filed online or postmarked by Month Day, Year. To complete your Claim Form, you will need only your name, address, and unique Settlement ID number listed at the top of this email. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one). Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined into one check.

Your Other Rights

You can choose to exclude yourself from the Macmillan and Penguin Settlements and keep your right to sue on your own. If you exclude yourself, you can’t receive any benefits from that Settlement. If you don’t exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

Your written Exclusion Form or objections must be postmarked by Month Day, Year. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xxx.m. to consider whether to approve the Macmillan and Penguin Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit www.EBookAGSettlements.com**

2. 1st Email—For Sony Customers: General notice about Settlements

Settlement ID Number:

Benefits E-books Settlement Fund

Para una notificación en Español, llamar o visitar nuestro website.

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs with E-book publishers Holtzbrinck Publishers, LLC, (known as Macmillan) (“Macmillan”) and Penguin Group (USA) Inc. (“Penguin”). The Settlements resolve Plaintiffs’ claims against Macmillan and Penguin in antitrust lawsuits about the price of electronic books (“E-books”). Sony has not been sued in this case. It has provided information to the Claims Administrator to send this notice as a service to its customers.

What the Settlements Provide

The Macmillan and Penguin Settlements, together with settlements previously approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers like you will receive payments. The amount of your payment has been determined based on the qualifying E-book purchases identified by Sony in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your payment. If the Court approves the Settlements, you will automatically receive a check. Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined and issued as one check. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

Your Other Rights

You can choose to exclude yourself from the Macmillan and Penguin Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement, you can’t receive any benefits from that Settlement. If you don’t exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

Your written Exclusion Form or objections must be postmarked by Month Day, Year. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xxx.m. to consider whether to approve the Macmillan and Penguin Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit www.EBookAGSettlements.com**

3. 2nd Email—For Google and Sony Customers: Reminder to cash check

Settlement ID Number:

Check Must Be Cashed In 90 Days

You previously received emails informing you that you would be issued a check. The check results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). For more information about the Settlements, please visit www.EBookAGSettlements.com.

This email is to remind you that the check must be cashed by Month Day, Year. If you have not cashed your check, please do so as soon as possible.

If you have not received your check, please call 1-866-621-4153 immediately and provide the Settlement ID Number found at the top of this email.

If you have any questions about your check, please call 1-866-621-4153 or visit the Settlement Website at www.EBookAGSettlements.com.

4. 1st Postcard—For Sony Customers only: General postcard about the Settlements

Settlement ID Number:

Benefits from E-books Settlement Fund

Para una notificación en Español, llamar o visitar nuestro website.

Records indicate that you are eligible for a payment from Settlements reached by the State Attorneys General and Class Plaintiff with E-book publishers Holtzbrinck Publishers, LLC, (known as Macmillan) (“Macmillan”) and Penguin Group (USA) Inc. (“Penguin”). The Settlements resolve antitrust lawsuits about the price of electronic books (“E-books”). Sony has not been sued in this case. It is providing this notice as a service to its customers.

What the Settlements Provide

The Macmillan and Penguin Settlements, together with settlements previously approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers like you will receive an automatic check. The amount of your payment has been determined based on the qualifying E-book purchases identified by Sony in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your payment. If the Court approves the Settlements, you will automatically receive a check. Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined and issued as one check. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

Your Other Rights

You can choose to exclude yourself from the Macmillan and/or Penguin Settlements and keep your right to sue on your own. If you exclude yourself, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

Your written Exclusion Form or objections must be postmarked by Month Day, Year. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xxx.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit www.EBookAGSettlements.com**

5. 2nd Postcard—For Sony Customers: Reminder to cash check

Settlement ID Number:

Check Must Be Cashed In 90 Days

You previously received a postcard informing you that you would be issued a check. The check results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books ("E-books"). For more information about the Settlements, please visit the Settlement Website, www.EBookAGSettlements.com.

This postcard is to remind you that the check must be cashed by Month Day, Year. If you have not cashed your check, please do so as soon as possible.

If you have not received your check, please call 1-866-621-4153 immediately and provide the Settlement ID Number

found at the top of this postcard.

If you have any questions about your check, please call 1-866-621-4153 or visit the Settlement Website at www.EBookAGSettlements.com.

ATTACHMENT

B

Notices from Retailers offering Credits to Minnesota Residents

1. 1st Email—For Amazon Minnesota Customers: General Notice of Settlements

Settlement ID Number:

Benefits from E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs on behalf of Minnesota consumers with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs' claims against these publishers in antitrust lawsuits about the price of electronic books ("E-books"). Amazon has not been sued in these cases. It is providing this notice as a service to its customers.

What the Settlements Provide

The Settlements create a \$3.909 million fund for payments to Minnesota consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Settlements, eligible consumers like you will receive automatic credits to your E-reader accounts. The credit can be used on any purchases of E-books or print books. The amount of your payment has been determined based on the qualifying E-book purchases identified by Amazon in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your credit. It will be applied to your account by Amazon automatically, and you will receive another email letting you know when it's available. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

You also have the option to receive a check instead of your credit. You can request a check by calling 1-866-621-4153, or going to the Minnesota link on the Settlement website listed below, and clicking on the "check" option. Be sure to reference the Settlement ID number found at the top of this email. Your request for a check must be submitted **by Month Day, Year**. The Settlement website is: www.EbookAGSettlements.com (select the Minnesota link.)

Your Other Rights

You can choose to exclude yourself from one or more of the Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Settlements.

Your written Exclusion Form for Minnesota Residents or objections must be postmarked **by Month Day, Year**. Please visit the Minnesota link on the Settlement website for detailed information on how to submit a valid Exclusion Form for Minnesota Residents or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on **Month 00, 2013**, at **x:xxx.m.** to consider whether to approve these

Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit the Minnesota link on
www.EbookAGSettlements.com**

2. 2nd Email—For Amazon Minnesota Customers: Credit is ready

Settlement ID Number:

Automatic Credit Is Ready For Use

You previously received an email informing you that you were eligible for an automatic credit in your Amazon account. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books ("E-books") for Minnesota residents. If you did not receive that email, you can read about the Settlements by clicking on the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

We are happy to inform you that the Court in charge of these cases has approved the Settlements, and you have an automatic credit in your Amazon account. You can use your credit online to purchase print or E-books, regardless of publisher. If your account does not reflect this credit, please contact Amazon's customer service.

This credit is valid for one year. If you have not used your credit within 90 days of the expiration of the credit, you will receive an email reminding you that it is still available.

If you have any questions about the Settlements, please visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

3. 3rd Email—For Amazon Minnesota Customers: Reminder about Credit

Settlement ID Number:

Automatic Credit Will Expire In 90 Days

You have previously received emails informing you that you were eligible for an automatic credit in your Amazon account, and that your credit was ready for use. The credit results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by State Attorneys General and Class Plaintiffs about the price of electronic books ("E-books") for Minnesota residents. For more information about the Settlements, please visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

Our records indicate that your credit will expire in 90 days, on Month Day, Year. You can use this credit to purchase any print or E-book, regardless of publisher. You will not be able to use your credit after it expires.

If you have any questions about your credit, please contact Amazon's customer service.

1. 1st Email—Barnes & Noble and Kobo Minnesota Customers: General notice of settlements

Settlement ID Number:

Benefits from E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by the State Attorneys General and Class Plaintiffs on behalf of Minnesota consumers with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs' claims against these publishers in antitrust lawsuits about the price of electronic books ("E-books") for Minnesota residents. [Retailer] has not been sued in these cases. It is providing this notice as a service to its customers.

What the Settlements Provide

The Settlements create a \$3.909 million fund for payments to Minnesota consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Settlements, eligible consumers like you will receive credits to your E-reader accounts. The credit can be used on any purchases of E-books or print books. The amount of your payment has been determined based on the qualifying E-book purchases identified by [Retailer] in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your credit. If the Court approves the Settlements, you will receive another email letting you know how to activate your credit. Once you activate the credit, it will be applied to your account by [Retailer]. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

You also have the option to receive a check instead of your credit. You can request a check by calling 1-866-621-4153, or going to the **Minnesota link** on the Settlement website listed below, and clicking on the Check Request Option link. Be sure to reference the Settlement ID number found at the top of this email. Your request for a check must be submitted by **Month Day, Year**. The Settlement website is:

www.EbookAGSettlements.com (select the Minnesota link)

Your Other Rights

You can choose to exclude yourself from one or more of the Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Settlements.

Your written Exclusion Form for Minnesota Residents or objections must be postmarked by **Month Day, Year**. Please visit the **Minnesota link** on the Settlement website for detailed information on how to submit a valid Exclusion Form for Minnesota Residents or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xxx.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit the Minnesota link on
www.EbookAGSettlements.com**

2. 2nd Email—For Barnes & Noble and Kobo Minnesota Customers: Credit is ready to activate

Settlement ID Number:

Your Credit is Ready to Be Activated

You previously received an email informing you that you were eligible for a credit in your [Retailer] account. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). If you did not receive that email, you can read more about the Settlements by clicking on the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

We are happy to inform you that the Court in charge of these cases has approved the Settlements, and an account credit is ready for you to activate by [PROVIDE RETAILER-SPECIFIC INSTRUCTIONS]. Once you have activated your account credit, you can use it to purchase print or E-books, regardless of publisher. If your account does not reflect this credit, please contact [Retailer]’s customer service.

This credit will be available for activation for one year. If you have not activated your credit within 90 days of the expiration of the credit, you will receive an email reminding you that it is still available to activate.

If you have any questions about these Settlements, please visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

3. 3rd Email—For Barnes & Noble and Kobo Minnesota Customers: Reminder to activate credit

Settlement ID Number:

Your Credit Will Expire In 90 Days

You have previously received emails informing you that you were eligible for a credit in your [Retailer] account, and that your credit was ready to be activated. The credit results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”) for Minnesota residents. For more information about the Settlements, please visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

Our records indicate that your credit will expire in 90 days, on Month Day, Year if you do not activate it by that date. You can activate this credit [PROVIDE RETAILER-SPECIFIC INSTRUCTIONS]. Once you have

activated your account credit, you can use it to purchase any print or E-book, regardless of publisher. You will not be able to use your credit after it expires.

If you have any questions about your credit, please contact [Retailer]'s customer service.

[For applicable Crediting Retailers, include "CLICK HERE TO ACTIVATE YOUR CREDIT" Button]

1. 1st Email—For Apple Minnesota Customers: General notice of settlements

Settlement ID Number:

Benefits from E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by the State Attorneys General and Class Plaintiffs on behalf of Minnesota consumers with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs' claims against these publishers in antitrust lawsuits about the price of electronic books ("E-books") for Minnesota residents.

What the Settlements Provide

The Settlements create a \$3.909 million fund for payments to Minnesota consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Settlements, eligible consumers like you will receive credits to your E-reader accounts. The credit can be used on any purchases of E-books or print books. The amount of your payment has been determined based on the qualifying E-book purchases identified by [Retailer] in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your credit. If the Court approves the Settlements, you will receive another email letting you know how to activate your credit. Once you activate the credit, it will be applied to your account by Apple. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

You also have the option to receive a check instead of your credit. You can request a check by calling 1-866-621-4153, or going to the Minnesota link on the Settlement website listed below, and clicking on the Check Request Option link. Be sure to reference the Settlement ID number found at the top of this email. Your request for a check must be submitted by Month Day, Year. The Settlement website is:

www.EbookAGSettlements.com (select the Minnesota link)

Your Other Rights

You can choose to exclude yourself from one or more of the Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Settlements.

Your written Exclusion Form for Minnesota Residents or objections must be postmarked by Month Day, Year. Please visit the Minnesota link on the Settlement website for detailed information on how to submit a valid Exclusion Form for Minnesota Residents or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xx x.m. to consider whether to approve the Settlements.

You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit the Minnesota link on
www.EbookAGSettlements.com**

2. 2nd Email—For Apple Minnesota Customers: Credit is ready to activate

Settlement ID Number:

Your Credit is Ready to Be Activated

You previously received an email informing you that you were eligible for a credit in your Apple account. The credit results from the Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”). If you did not receive that email, you can read more about the Settlements by clicking on the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

We are happy to inform you that the Court in charge of these cases has approved the Settlements, and an account credit is ready for you to activate by [PROVIDE APPLE-SPECIFIC INSTRUCTIONS]. Once you have activated your account credit, you can use it to purchase E-books, regardless of publisher. If your account does not reflect this credit, please contact Apple’s customer service.

This credit will be available for activation for one year. If you have not activated your credit within 90 days of the expiration of the credit, you will receive an email reminding you that it is still available to activate.

If you have any questions about these Settlements, please visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

3. 3rd Email—For Apple Minnesota Customers: Reminder to activate credit

Settlement ID Number:

Your Credit Will Expire In 90 Days

You have previously received emails informing you that you were eligible for a credit in your Apple account, and that your credit was ready to be activated. The credit results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”) for Minnesota residents. For more information about the Settlements, please visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

Our records indicate that your credit will expire in 90 days, on Month Day, Year if you do not activate it by that date. You can activate this credit [PROVIDE APPLE-SPECIFIC INSTRUCTIONS]. Once you have activated your account credit, you can use it to purchase any E-book, regardless of publisher. You will not be able to use your credit after it expires.

If you have any questions about your credit, please contact Apple’s customer service.

[For applicable Crediting Retailers, include "CLICK HERE TO ACTIVATE YOUR CREDIT" Button]

4. 1st Postcard—For Apple Minnesota Customers: General postcard about the Settlements

Settlement ID Number:

Benefits From E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by the State Attorneys General and Class Plaintiffs with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs' claims against these publishers in antitrust lawsuits about the price of electronic books ("E-books").

What the Settlements Provide

The Settlements create a \$3.909 million fund for payments to Minnesota consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Settlements, eligible consumers like you will receive credits to your E-reader accounts. The credit can be used on any purchases of E-books or print books. The amount of your payment has been determined based on the qualifying E-book purchases identified by Apple in your E-reader account.

How to Receive Your Benefit

You are receiving this postcard because an email notice to the email address you have on file with Apple was undeliverable. In order to receive a credit in your Apple account, you need to contact the Settlement Administrator to verify or update your email address. If you do not contact the Settlement Administrator at the by Month, Day, Year, you will receive a check instead of a credit. You can reach the Settlement Administrator by phone at 1-866-621-4153 or by email at info@EBookAGSettlements.com.

If you bought E-books from more than one retailer, you may receive notices with different instructions for each retailer.

Your Other Rights

You can choose to exclude yourself from one or more of the Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Settlements.

Your written Exclusion Form for Minnesota Residents or objections must be postmarked by **Month Day, Year**. Please visit the Minnesota link on the Settlement website for detailed information on how to submit a valid Exclusion Form for Minnesota Residents or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any

action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xx x.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**This notice is only a summary. For detailed information:
Call 1-866-621-4153 or Visit the Minnesota link on
www.EbookAGSettlements.com**

5. 2nd Postcard—For Apple Minnesota Customers: Reminder to cash check

Settlement ID Number:

Check Must Be Cashed In 90 Days

You previously received a postcard informing you that you would be issued a check. The check results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books ("E-books") for Minnesota residents. For more information about the Settlements, please visit the Minnesota link on the Settlement Website at www.EBookAGSettlements.com.

This postcard is to remind you that the check must be cashed by Month Day, Year. If you have not cashed your check, please do so as soon as possible.

If you have not received your check, please call 1-866-621-4153 immediately and provide the Settlement ID Number found at the top of this postcard.

If you have any questions about your check, please call 1-866-621-4153 or visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

Notices from Retailers offering Checks to Minnesota Residents

1. 1st Email—For Google Minnesota Customers: General notice about Settlements

Benefits from E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs on behalf of Minnesota consumers with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs' claims against these publishers in antitrust lawsuits about the price of electronic books ("E-books"). Google has not been sued in these cases. It is providing this notice as a service to its customers.

What the Settlements Provide

The Settlements create a \$3.909 million fund for payments to Minnesota consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Settlements, eligible consumers like you will receive payments. The amount of your payment has been determined based on the qualifying E-book purchases identified by Google in your E-reader account.

How to Receive your Benefit

In order to receive a payment from the Settlements, you will need to submit a Claim Form with your name, address, and the Settlement ID Number above. You can file a Claim Form either online or by mail. Further information on how to file a Claim Form is available on the Minnesota link on the Settlement Website at www.EBookAGSettlements.com. Claim Forms must be filed online or postmarked **by Month Day, Year**. To complete your Claim Form, you will need only your name, address, and unique Settlement ID number listed at the top of this email. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

Your Other Rights

You can choose to exclude yourself from one or more of the Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Settlements.

Your written Exclusion Form for Minnesota Residents or objections must be postmarked **by Month Day, Year**. Please visit the Minnesota link on the Settlement website for detailed information on how to submit a valid Exclusion Form for Minnesota Residents or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on **Month 00, 2013, at x:xx x.m.** to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit the Minnesota link on**

www.EbookAGSettlements.com

2. 1st Email—For Sony Minnesota Customers: General notice about Settlements

Benefits E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs on behalf of Minnesota consumers with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs' claims against these publishers in antitrust lawsuits about the price of electronic books ("E-books"). Sony has not been sued in these cases. It has provided information to the Claims Administrator to send this notice as a service to its customers.

What the Settlements Provide

The Settlements create a \$3.909 million fund for payments to Minnesota consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Settlements, eligible consumers like you will receive payments. The amount of your payment has been determined based on the qualifying E-book purchases identified by Sony in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your payment. If the Court approves the Settlements, you will automatically receive a check. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

Your Other Rights

You can choose to exclude yourself from one or more of the Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Settlements.

Your written Exclusion Form for Minnesota Residents or objections must be postmarked by Month Day, Year. Please visit the Minnesota link on the Settlement website for detailed information on how to submit a valid Exclusion Form for Minnesota Residents or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xx x.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit the Minnesota link on
www.EbookAGSettlements.com**

3. 2nd Email—For Google or Sony Minnesota Customers: Reminder to cash check

Settlement ID Number:

Check Must Be Cashed In 90 Days

You previously received emails informing you that you would be issued a check. The check results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”) for Minnesota residents. For more information about the Settlements, please visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

This email is to remind you that the check must be cashed by Month Day, Year. If you have not cashed your check, please do so as soon as possible.

If you have not received your check, please call 1-866-621-4153 immediately and provide the Settlement ID Number found at the top of this email.

If you have any questions about your check, please call 1-866-621-4153 or visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

4. 1st Postcard—For Sony Minnesota Customers only: General postcard about the Settlements

Settlement ID Number:

Benefits E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by the State Attorneys General and Class Plaintiffs on behalf of Minnesota consumers with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs’ claims against these publishers in antitrust lawsuits about the price of electronic books (“E-books”). Sony has not been sued in these cases. It is providing this notice as a service to its customers.

What the Settlements Provide

The Settlements create a \$3.909 million fund for payments to Minnesota consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Settlements, eligible consumers like you will receive payments. The amount of your payment has been determined based on the qualifying E-book purchases identified by Sony in your E-reader account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your payment. If the Court approves the Settlements, you will receive a check. (If you bought E-books from more than one retailer, you may receive notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

Your Other Rights

You can choose to exclude yourself from one or more of the Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Settlements.

Your written Exclusion Form for Minnesota Residents or objections must be postmarked by Month Day, Year. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form for Minnesota Residents or objection.

The antitrust lawsuit against Apple, Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on Month 00, 2013, at x:xx x.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit the Minnesota link on
www.EbookAGSettlements.com**

5. 2nd Postcard—For Sony Minnesota Customers only: Reminder to cash check

Settlement ID Number:

Check Must Be Cashed In 90 Days

You previously received a postcard informing you that you would be issued a check. The check results from Settlements reached with publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin in antitrust lawsuits filed by the State Attorneys General and Class Plaintiffs about the price of electronic books ("E-books") for Minnesota residents. For more information about the Settlements, please visit the Minnesota link on the Settlement Website at www.EBookAGSettlements.com.

This postcard is to remind you that the check must be cashed by Month Day, Year. If you have not cashed your check, please do so as soon as possible.

If you have not received your check, please call 1-866-621-4153 immediately and provide the Settlement ID Number found at the top of this postcard.

If you have any questions about your check, please call 1-866-621-4153 or visit the Minnesota link on the Settlement Website at www.EbookAGSettlements.com.

ATTACHMENT C

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

If You Bought an E-book You Could Get a Payment from a \$95 Million Settlement Fund

- Settlements have been reached with Macmillan and Penguin in antitrust lawsuits filed by State Attorneys General and individual consumers (“Class Plaintiffs”) about the price of electronic books (“E-books”).
- The lawsuits claim there was a conspiracy involving Macmillan, Penguin and other top U.S. publishers and Apple, Inc. (“Apple”) to fix and raise retail prices of E-books. Three publishers have already agreed to settle a related lawsuit, and Macmillan and Penguin have now agreed to settle as well. The lawsuits continue against Apple.
- If you purchased one or more E-books from April 1, 2010 through May 21, 2012 that were published by any of the five Publishers listed in Question 2 below, you may be eligible for a partial refund of the purchase price.
- Macmillan and Penguin deny they did anything wrong, but have agreed to settle to avoid the cost and risk of a trial.
- Your legal rights are affected whether you act or don’t act. Read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THESE SETTLEMENTS	
GET A PAYMENT	Depending on the retailer through which you bought your E-book(s), you may be eligible for an <i>automatic</i> credit or check payment or you may need to file a claim to receive a check. (See Question 12.)
OBJECT	Write to the Court if you do not like one or both of the Settlements. (See Question 17.)
GO TO THE HEARING	Ask to speak in Court about your opinions. (See Question 21.)
EXCLUDE YOURSELF	Exclude yourself from one or both of the Settlements. You get no benefit from any Settlement from which you exclude yourself. (See Question 15.)
DO NOTHING	Depending on the retailer through which you bought your E-book(s), you will get an automatic credit or check, or you will get no payment. (See Question 22.)

- These rights and options – **and the deadlines to exercise them** – are explained in this notice.
- The Court in charge of these cases has preliminarily approved the Settlements but still has to decide whether to finally approve the Settlements. Benefits will be provided if the Court approves the Settlements. Please be patient.

WHAT THIS NOTICE CONTAINS

BASIC INFORMATION	Page 3
1. What are these lawsuits about? 2. Who are the Publishers? 3. Why are there Settlements?	
WHO IS INCLUDED IN THE SETTLEMENTS	Page 3
4. How do I know if I am part of the Settlements? 5. What is an E-book? 6. What is an imprint? 7. How can I tell if my E-book purchases are included in the Settlements? 8. What if I'm still not sure if the Settlements include my E-book purchase(s)? 9. Why are the Attorneys General involved?	
THE SETTLEMENTS' BENEFITS	Page 5
10. What do the Settlements provide? 11. How much will my payment be? 12. What do I have to do to get my payment? 13. Do I have to file a Claim Form or Check Request if I submitted one as part of the Prior Settlements? 14. When will I get a payment?	
EXCLUDING YOURSELF FROM THE SETTLEMENTS	Page 7
15. How do I exclude myself from the Macmillan and/or Penguin Settlement(s)? 16. If I exclude myself from a Settlement, can I still get benefits from that Settlement? 17. If I exclude myself from a Settlement, can I sue the Settling Publisher separately?	
OBJECTING TO THE SETTLEMENTS	Page 8
18. How do I object? 19. What's the difference between objecting and excluding myself?	
THE COURT'S FINAL APPROVAL HEARING	Page 8
20. When and where will the Court decide whether to approve the Settlements? 21. Do I have to come to the hearing? 22. May I speak at the hearing?	
IF YOU DO NOTHING	Page 9
23. What happens if I do nothing at all?	
ADDITIONAL INFORMATION	Page 10
24. How do I get more information? 25. What happens to any funds remaining after the distribution to consumers?	

BASIC INFORMATION

1. What are these lawsuits about?

Antitrust lawsuits were filed by Class Plaintiffs and Attorneys General of thirty-three jurisdictions (“Plaintiffs”). These lawsuits claim there was a conspiracy involving five of the nation’s top publishers and Apple, Inc., to fix and raise retail prices of E-books.

Two of these publishers, Holtzbrinck Publishers, LLC, known as Macmillan (“Macmillan”) and Penguin Group (USA) Inc. (“Penguin”) have agreed to settle the lawsuits. These two publishers deny they have done anything wrong but have agreed to settle to avoid the cost and risk of trial. These related cases are in the U.S. District Court for the Southern District of New York. The case filed by the Attorneys General is called State of Texas, et al. v. Penguin Group (USA) Inc., et al., Case No.12-cv-3394. (“Et alia.” is a Latin phrase that means “and others.”) The case filed by Class Plaintiffs is called In Re: Electronic Books Antitrust Litigation, Case No. 11-MD 2293. This Court has preliminarily approved the proposed Macmillan and Penguin Settlements and will consider whether to grant final approval on Month Day, Year. (See Question 19.)

These cases continue against Apple in the U.S. District Court for the Southern District of New York.

2. Who are the Publishers?

There are five publishers who, as a group, are referred to in this Notice as “Publishers”.

The settling publishers under the current settlements are:

- Holtzbrinck Publishers, LLC, known as Macmillan (“Macmillan”).
- Penguin Group (USA) Inc. (“Penguin”).

The settling publishers under settlements previously approved by this Court (“Prior Settlements”) are the following publishers:

- Hachette Book Group, Inc. (“Hachette”);
- HarperCollins Publishers LLC (“HarperCollins”); and
- Simon & Schuster, Inc. and Simon & Schuster Digital Sales, Inc. (“Simon & Schuster”).

3. Why are there Settlements?

The Court has not decided in favor of either side. The Attorneys General and Class Plaintiffs who brought the antitrust lawsuits think the Settlements are best for everyone who is affected. Macmillan and Penguin deny that they did anything wrong but have agreed to the Settlements to avoid the time, expense, and uncertainty associated with continuing the case.

WHO IS INCLUDED IN THE SETTLEMENTS?

4. How do I know if I am part of the Settlements?

You are included in the Settlements if:

1. You purchased an E-book that was published by one of the five Publishers (all of the Publishers publish books under many different names, called imprints, See Question 6), and
2. Your purchase was made from April 1, 2010 through May 21, 2012, and

3. You were a resident of 1) a U.S. state or commonwealth, 2) the District of Columbia, or 3) one of the five U.S. Territories at the time of purchase. The billing address of the credit card you used to buy the included E-book(s) will be used to determine your residency.

The following people or entities are not included in the Settlements:

1. Residents of countries other than the United States and its territories and commonwealths are not included in the Settlements.
2. Only individuals are included. Business, governments, libraries, non-profits, and other entities are not included.
3. People who obtained rental E-books, free E-books, and E-books received as gifts only are not included. (Only purchasers are included in the Settlements. If you received an E-book as a gift, you are not included. The person who purchased it for you may be included.)

Although residents of Minnesota are included in the Macmillan and Penguin Settlements, they will be subject to different conditions than other consumers and are encouraged to review the detailed notice for Minnesota-only residents by selecting the Minnesota link found on the Settlement Website at www.EbooksAGSettlements.com or by calling 1-866-621-4153.

5. What is an E-book?

In these Settlements, an E-book is an electronically formatted book designed to be read on a computer, a handheld device (including an e-reader or tablet), or other electronic device capable of visually displaying books. In these Settlements, an E-book is not an audio book.

6. What is an imprint?

Many of the Publishers have imprints or divisions within their companies that publish E-books that are included in the Settlements. For example, Simon & Schuster has the imprint Wall Street Journal Books. So if you purchased one or more E-books from April 1, 2010 through May 21, 2012 that were published by any of the Publishers (including their divisions), you may be eligible for a payment or account credit. For a full list of all Publishers and their imprints, and instructions on how to determine which E-books you have purchased and which company published a particular E-book, please visit www.EBooksAGSettlements.com.

7. How can I tell if my E-book purchases are included in the Settlements?

If you received a notice by email or postcard, you purchased at least one qualifying E-book and are included in the Settlements. Your purchases are based on the records of the retailer(s) through which you bought your E-book(s). (See Question 12 for how to get a payment.)

If you did not receive a notice, but think you may be included, you can research your purchases and the publishers of those E-books to determine whether you should file a Claim Form. More information on how to do so is available at www.EBooksAGSettlements.com.

8. What if I'm still not sure the Settlements include my E-book purchase(s)?

If you are still unsure if the Settlements include your E-book purchase(s), please visit www.EBooksAGSettlements.com, email info@EBooksAGSettlements.com, or call 1-866-621-4153.

9. Why are the Attorneys General involved?

The Attorneys General of 31 states, the District of Columbia and Puerto Rico filed these lawsuits. These Attorneys General made claims on behalf of their residents under federal antitrust law based on their authority to bring lawsuits on behalf of their citizens. Residents of the remaining 19 states and the other four U.S. territories are represented by Class Plaintiffs.

THE SETTLEMENTS' BENEFITS

10. What do the Settlements provide?

Macmillan and Penguin have agreed to pay \$95 million to customers who purchased E-books published by any of the five Publishers. \$93.21 million of this fund will be used to pay eligible non-Minnesota customers and \$1.79 million will be used to pay eligible Minnesota customers. Although the total fund will be distributed if the Court approves the Settlements, Minnesota residents will be subject to different conditions than other consumers and are encouraged to review the detailed notice for Minnesota-only residents by selecting the Minnesota link found on the Settlement Website at www.EbooksAGSettlements.com or by calling 1-866-621-4153.

Plaintiffs worked with an expert economist who estimated that the total amount of damages caused by Macmillan and Penguin is approximately \$80.64 million. The Settlements equal \$95 million, which is approximately 118% of the damages estimated by Plaintiffs' expert for these two publishers. Macmillan and Penguin believe that damages, if any, were substantially smaller than the amount calculated by Plaintiffs.

In comparison, the total amount paid under the Prior Settlements, which were finalized last year, is approximately 51% of the damages Plaintiffs estimated to be caused by those three settling publishers (Hachette, HarperCollins, and Simon & Schuster).

If you bought one or more E-books that are included in the Settlements, you will be eligible for a credit or check representing part of your purchase price for each qualifying E-book.

The Settlements also include agreements by Macmillan and Penguin to:

- End certain agreements relating to the sale of E-books that were entered into prior to April 11, 2012;
- Not place restrictions on retailers' ability to offer discounts on E-books for two years;
- Not share sensitive competitive information with other publishers for five years;
- Comply with antitrust laws and requirements, including the Department of Justice's Final Judgment in a federal case about the same matters at issue in these lawsuits;
- Train appropriate people in their companies about antitrust laws and regulations; and
- Comply with other related orders of the Court regarding antitrust issues or anticompetitive conduct.

The Settlements also provide for payment to Class Counsel for attorneys' fees and expenses and payment for attorney fees, expenses and other payments to the Attorneys General. Funds to pay these amounts do not come out of the money that will be used to pay consumers.

The lawsuits against Apple continue. Your rights against Apple in the lawsuits are not affected by any action you take in these Settlements. You do not need to exclude yourself from these Settlements to retain your rights against Apple.

11. How much will my payment be?

At this time, it is unknown exactly how much of the Settlement consumer fund a purchaser of E-books will receive. The Plaintiffs have submitted a “plan of distribution,” which is a plan to divide the Settlement Fund among consumers. The Plaintiffs’ plan of distribution requests Court approval to combine \$93.21 million from the Macmillan and Penguin Settlements with \$69.04 million from the Prior Settlements into one Settlement Fund for payment to all non-Minnesota consumers. The Court will determine whether to approve this plan when considering final approval of the Settlements. If the Court approves the plan of distribution, it will be posted on the Settlement Website.

The amount of your credit or check will be affected by how many qualifying E-books you purchased. There will be two levels of payments, based on categories of E-books. While the exact amount to be paid per E-book in each category is not yet finalized, the best estimates of payments for each E-book you purchased, based on the Plaintiffs proposed plan for a combined fund, are as follows:

- **New York Times bestsellers:** \$3.06 per E-book. These include titles that were New York Times bestsellers at any time, irrespective of when you purchased the E-book.
- **Non-New York Times bestsellers:** \$.73 per E-book. These E-books include any titles that were not *New York Times* bestsellers.

Residents of Minnesota are included in the Macmillan and Penguin Settlements. The State of Minnesota did not participate in the earlier settlements between the State Attorneys General and Hachette, HarperCollins and Simon & Schuster. Instead, class counsel represented Minnesota consumers and negotiated a settlement with these three publishers. This recent Minnesota-only settlement required payment of a higher percentage of damages than did the Prior Settlements. Minnesota residents will, therefore, receive a higher per-book payment than other consumers. Minnesota residents will also be subject to different conditions than other consumers and are encouraged to review the detailed notice for Minnesota-only residents by selecting the Minnesota link found on the Settlement Website at www.EbooksAGSettlements.com or by calling 1-866-621-4153.

12. What do I have to do to get my payment?

What you must do to get a payment depends on the retailer(s) through which you bought qualifying E-books.

- E-book purchases through **Amazon, Barnes & Noble, Kobo, or Apple:** You received or will receive an email notice from the retailer or from the Settlement Claims Administrator. You will receive a credit in your account automatically if the Court approves the Settlements. You have the option of receiving a check if you do not want to receive an automatic credit in your account.
- E-book purchases through **Sony:** You received or will receive an email notice from the Settlement Claims Administrator. You will receive a check automatically if the Court approves the Settlements.
- E-book purchases through **Google:** You received or will receive an email notice from Google. If you previously filed a Claim Form in the Prior Settlements, you do not need to file a Claim Form in the Macmillan and Penguin Settlements. Your previously filed Claim Form will automatically be included in these Settlements. If you did not previously file a Claim Form, you must file a Claim Form, and on the Claim Form you must enter your Settlement ID number from the Google email notice in order to receive a payment. If the Court approves the Settlements, your payment amount will be calculated and a check will be mailed to you. You can complete a Claim Form online at www.EBooksAGSettlements.com. Or, you may complete and mail a hard copy Claim Form. You may download the hard copy Claim Form at www.EBooksAGSettlements.com or request it by emailing info@EBooksAGSettlements.com or calling 1-866-621-4153.
- E-book purchases through **any other retailer not listed above:** If you filed a Claim Form in the Prior Settlements, you do not need to file a Claim Form for the Macmillan and Penguin Settlements. Your

previously filed Claim Form will automatically be included in these Settlements. If you did not file a Claim Form, you must file one detailing your purchases in order to receive a check. You can complete a Claim Form online at www.EBooksAGSettlements.com. Or, you may complete and mail a hard copy Claim Form. You may download the hard copy Claim Form at www.EBooksAGSettlements.com or request it by emailing info@EBooksAGSettlements.com or calling 1-866-621-4153.

If you bought qualifying E-books through Amazon, Barnes & Noble, Kobo, Apple, Sony, or Google, but you have not received an email informing you about the Settlements, please call 1-866-621-4153 or email info@EBooksAGSettlements.com.

The retailers that are providing notice or any account credit are doing so voluntarily for your convenience. No retailers have been sued in this case.

13. Do I have to file a Claim Form or Check Request if I submitted one as part of the Prior Settlements?

No, you do not have to file a new Claim Form or Check Request for the Macmillan and Penguin settlements if you already submitted one with the Prior Settlements. Your Claim Form or Check Request will apply to all Settlements.

14. When will I get a payment?

Payments will be distributed if the Court grants final approval to the Settlements after a hearing on Month 00, 2013 and after any appeals are resolved. We don't know how much time it could take to resolve any appeals that may be filed.

EXCLUDING YOURSELF FROM THE SETTLEMENTS

If you don't want money from one or more of the Settlements, then you must take steps to get out of the Settlement(s). This is called excluding yourself or "opting out."

15. How do I exclude myself from the Macmillan and/or Penguin Settlements?

To exclude yourself from the Macmillan and/or Penguin Settlements, you **must** complete an Exclusion Form for Non-Minnesota Residents, which is available at www.EBooksAGSettlements.com or by calling 1-866-621-4153. Your exclusion request will only apply to the Macmillan and/or Penguin Settlements. The deadline to file Exclusion Requests from the Prior Settlements has passed. You must complete, print, sign, and mail the completed Exclusion Form, postmarked no later than Month Day, Year to the Settlement Administrator at the following address:

E-books AG Settlements Exclusions
PO Box 2825
Faribault, MN 55021-8630

Minnesota Residents: If you resided in the state of Minnesota during the Claim Period and wish to exclude yourself from the Macmillan and/or Penguin Settlements, you must submit an Exclusion Form for Minnesota Residents found by selecting the Minnesota link on the Settlement Website at www.EBooksAGSettlements.com

16. If I exclude myself from a Settlement, can I still get benefits from that Settlement?

No. You will not get any benefits from a Settlement if you exclude yourself from that Settlement. You can

exclude yourself from a Settlement with one Publisher, however, and participate in the Settlement with the other Publisher. For each Settlement you opt out of, your Settlement Payment will be reduced by a certain percentage:

- If you opt out of the Macmillan Settlement, your Settlement Payment will be reduced by 12.09%.
- If you opt out of the Penguin Settlement, your Settlement Payment will be reduced by 43.36%.

17. If I exclude myself from a Settlement, can I sue the Settling Publishers separately?

If you exclude yourself, you may be able to sue Macmillan and/or Penguin about the issues related to this case. If you do not exclude yourself, you give up your right to sue Macmillan and/or Penguin about the issues related to this case.

If you exclude yourself from these Settlements you may still participate in the separate lawsuits against Apple.

OBJECTING TO THE SETTLEMENTS

18. How do I object?

If you have not excluded yourself from a Settlement, you may object to any aspect of that Settlement, including the plan of distribution. To object, you must submit a letter that includes the following:

- Your name, address, and telephone number;
- A statement saying that you object to the Settlement(s) in *State of Texas, et al. v. Penguin Group (USA) Inc., et al.*, Case No.12-cv-3394 and *In Re: Electronic Books Antitrust Litigation*, Case No. 11-MD 2293, the Settling Publisher's name for each of the Settlements to which you object (Macmillan and/or Penguin);
- The reasons you object to the Settlement(s), along with any supporting materials;
- Proof that you are an Eligible E-book Purchaser by providing a) your unique ID number found in your email or postcard notice of the Settlements, or b) names of books purchased, purchase date, and retailer; and
- Your signature.

You must submit your objection, postmarked no later than **Month Day, Year**, to these two addresses:

Clerk of Court U.S. District Court for the Southern District of New York 500 Pearl Street, New York, New York 10007-1312	E-books AG Settlements Objections, P.O. Box 2825 Faribault, MN 55021-8630
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19. What's the difference between objecting and excluding myself?

Objecting is simply telling the Court that you don't like something about the Settlement(s). You can object to a Settlement only if you do not exclude yourself from that Settlement. Excluding yourself from a Settlement is telling the Court that you don't want to be part of the Settlement. If you exclude yourself from the Settlement, you have no basis to object to the Settlement because it no longer affects you.

THE COURT'S FINAL APPROVAL HEARING

The Court will hold a hearing to decide whether to approve the Settlements, including payments to consumers and to the states. You may attend, but you don't have to do so.

20. When and where will the Court decide whether to approve the Settlements?

The Court will hold a final approval hearing at XX:00 x.m. on **Month Day, Year**, at the U.S. District Court for the Southern District of New York, located at 500 Pearl Street, New York, New York. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check the website at www.EBooksAGSettlements.com.

At this hearing the Court will consider whether this Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them at this time. After the hearing, the Court will decide whether to approve the Settlements. The Court's decision may be appealed. We do not know how long these decisions will take. Please be patient.

21. Do I have to come to the hearing?

No. The Attorneys General and Class Counsel will answer questions the Court may have. But you may come at your own expense. If you send an objection, you don't have to come to Court to talk about it. As long as you submitted your written objection on time, to the proper address, the Court will consider it. You may also pay your own lawyer to attend, but it's not necessary.

22. May I speak at the hearing?

Yes. You may appear at the hearing, either on your own, or through an attorney you hire, to present any evidence or argument that the Court decides is proper and relevant. To appear, you must file a Notice of Appearance. Your Notice of Appearance must include:

- Your name, address, and telephone number;
- A statement saying that you are filing a Notice of Appearance to speak at the Final Approval Hearing in *State of Texas, et al. v. Penguin Group (USA) Inc., et al.* Case No.12-cv-3394 and *In Re: Electronic Books Antitrust Litigation*, Case No. 11-MD 2293,
- An explanation of what you want to speak about;
- An attachment with any supporting documentation; and
- Your signature.

You must mail your Notice of Appearance, postmarked no later than **Month Day, Year**, to these two addresses:

<p>Clerk of Court U.S. District Court for the Southern District of New York 500 Pearl Street, New York, New York 10007-1312</p>	<p>E-books AG Settlements PO Box 2825 Faribault, MN 55021-8630</p>
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IF YOU DO NOTHING

23. What happens if I do nothing at all?

What happens if you do nothing depends on the retailer(s) through which you bought E-books.

- If you bought qualifying E-books through **Amazon, Barnes & Noble, Kobo, or Apple**: You will receive a credit in your account automatically if the Court approves the Settlements. (*See Question 12.*)
- If you bought qualifying E-books through **Sony**: You will receive a check automatically if the Court approves the Settlements. (*See Question 12.*)
- If you bought qualifying E-books through **any other retailer not listed above**: You will not receive any benefits from the Settlements unless you file a Claim Form. (*See Question 12.*)

ADDITIONAL INFORMATION

24. How do I get more information?

The notice summarizes the proposed Settlements. More details are in the Settlement Agreements. You can get copies of the Settlement Agreements at www.EBooksAGSettlements.com. You may also write with questions to E-books AG Settlements Administrator, P.O. Box 2825, Faribault, MN 55021-8630 or call 1-866-621-4153.

25. What happens to any funds remaining after the distribution to consumers?

If consumer funds remain after the initial distribution, the Settlement Agreements state that these funds should be saved for any future consumer distribution resulting from a settlement or judgment. Any funds left over from that distribution will be given to one or more charitable organization(s) whose purposes relate to reading, literacy or access by the public to electronic books or as otherwise directed by the Court. This is called a *cy pres* distribution. If a *cy pres* distribution is made, the percentage of any funds that can be attributed to purchases made by class consumers will be given to Reading is Fundamental, a non-profit organization dedicated to motivating children to become lifelong readers.

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

If You Bought an E-book and Reside in Minnesota You Could Get a Payment from a \$3.9 Million Settlement Fund

- Three settlements have been reached with five publishers in antitrust lawsuits filed by State Attorneys General and Class Plaintiffs about the price of electronic books (“E-books”), which affect residents of Minnesota.
- The lawsuits claim there was a conspiracy involving five of the nation’s top publishers and Apple, Inc. (“Apple”) to fix and raise retail prices of E-books. All five of these publishers have agreed to settle the lawsuit. A separate lawsuit with similar claims continues against Apple. If you purchased one or more E-books from April 1, 2010 through May 21, 2012 (the “Claim Period”) that were published by any of the five Publishers listed in Question 2 below, you may be eligible for a partial refund of the purchase price.
- The Settling Publishers deny they did anything wrong, but have agreed to settle to avoid the cost and risk of a trial.
- Your legal rights are affected whether you act or don’t act. Read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THESE SETTLEMENTS	
GET A PAYMENT	Depending on the retailer through which you bought your E-book(s), you may be eligible for an <i>automatic</i> credit or check payment or you may need to file a claim to receive a check. (See Question 11.)
OBJECT	Write to the Court if you do not like one or more of these Settlements. (See Question 17.)
GO TO THE HEARING	Ask to speak in Court about your opinions. (See Question 21.)
EXCLUDE YOURSELF	Exclude yourself from one or more of these Settlements. You get no benefit from any Settlement from which you exclude yourself. (See Question 14.)
DO NOTHING	Depending on the retailer through which you bought your E-book(s), you will get an automatic credit or check, or you will get no payment. (See Question 22.)

- These rights and options – **and the deadlines to exercise them** – are explained in this notice.
- The Court in charge of these cases has preliminarily approved the Settlements but still has to decide whether to finally approve the Settlements. Benefits will be provided if the Court approves the Settlements. Please be patient.

WHAT THIS NOTICE CONTAINS

BASIC INFORMATION	Page 3
1. What are these lawsuits about? 2. Who are the Publishers? 3. Why are there Settlements?	
WHO IS INCLUDED IN THE SETTLEMENTS	Page 4
4. How do I know if I am part of these Minnesota Settlements? 5. What is an E-book? 6. What is an imprint? 7. How can I tell if my E-book purchases are included in the Settlements? 8. What if I'm still not sure if the Settlements include my E-book purchase(s)?	
THE SETTLEMENTS' BENEFITS	Page 5
9. What do the Settlements provide? 10. How much will my payment be? 11. What do I have to do to get my payment? 12. If I lived in Minnesota and another state or territory and purchased E-books, do I have to file two Claim Forms? 13. When will I get a payment?	
EXCLUDING YOURSELF FROM THE SETTLEMENTS	Page 7
14. How do I exclude myself from the Settlements? 15. If I exclude myself from part of a Settlement, can I still get benefits from that Settlement? 16. If I exclude myself from a Settlement, can I sue the Publishers separately?	
OBJECTING OR COMMENTING ON THE SETTLEMENTS	Page 8
17. How do I object? 18. What's the difference between objecting and excluding myself?	
THE COURT'S FINAL APPROVAL HEARING	Page 8
19. When and where will the Court decide whether to approve the Settlements? 20. Do I have to come to the hearing? 21. May I speak at the hearing?	
IF YOU DO NOTHING	Page 9
22. What happens if I do nothing at all?	
ADDITIONAL INFORMATION	Page 10
23. How do I get more information? 24. What happens to any funds remaining after the distribution to consumers?	

BASIC INFORMATION

1. What are these lawsuits about?

Antitrust lawsuits were filed by Class Plaintiffs and Attorneys General of thirty-three jurisdictions (“Plaintiffs”). These lawsuits claim there was a conspiracy involving five of the nation’s top publishers and Apple, Inc., to fix and raise retail prices of E-books.

All of the publishers have agreed to settle the lawsuits with consumers in the state of Minnesota. The settling publishers deny they have done anything wrong but have agreed to settle to avoid the cost and risk of trial. These related cases are in the U.S. District Court for the Southern District of New York. The case filed by the Attorneys General is called *State of Texas, et al. v. Penguin Group (USA) Inc., et al.*, Case No.12-cv-3394. (“Et alia.” is a Latin phrase that means “and others.”) The case filed by Class Plaintiffs is called *In re: Electronic Books Antitrust Litigation*, Case No. 11-MD 2293. This Court has preliminarily approved the proposed Settlements and will consider whether to grant final approval on Month Day, Year. (See Question 19.)

These cases continue against Apple in the U.S. District Court for the Southern District of New York.

2. Who are the Publishers?

There are five publishers who, as a group, are referred to in this Notice as “Publishers.”

The settling publishers under the current settlements for the state of Minnesota are:

- Hachette Book Group, Inc. (“Hachette”);
- HarperCollins Publishers LLC (“HarperCollins”);
- Simon & Schuster, Inc. and Simon & Schuster Digital Sales, Inc. (“Simon & Schuster”);
- Holtzbrinck Publishers, LLC, known as Macmillan (“Macmillan”); and
- Penguin Group (USA) Inc. (“Penguin”).

Three of the Publishers, Hachette, HarperCollins, and Simon & Schuster, previously agreed to settlements, which did not include customers who purchased E-books while living in Minnesota. This Notice discusses the new “Minnesota-only Settlement,” which is between these three publishers and customers who purchased an eligible E-book while living in Minnesota.

This Notice also discusses two additional Settlements: The “Macmillan Settlement,” and the “Penguin Settlement,” which are between customers who purchased an eligible E-book while a resident of any U.S. state or territory.

All three of these Settlements, as a group, are referred to in this Notice as “Settlements.”

3. Why are there Settlements?

The Court has not decided in favor of either side. The Attorneys General and Class Plaintiffs who brought the antitrust lawsuits think the Settlements are best for everyone who is affected. The Publishers deny that they did anything wrong but have agreed to the Settlements to avoid the time, expense, and uncertainty associated with continuing the case.

WHO IS INCLUDED IN THE SETTLEMENTS?

4. How do I know if I am part of these Minnesota Settlements?

You are included in these Settlements if:

1. You purchased an E-book that was published by one of the Publishers (all of the Publishers publish books under many different names, called imprints, *See Question 6*), and
2. Your purchase was made from April 1, 2010 through May 21, 2012, and
3. You were a resident of Minnesota at the time of purchase. The billing address of the credit card you used to buy the included E-book(s) will be used to determine your residency.

The following people or entities are not included in the Settlements:

1. Residents of countries other than the United States and its territories and commonwealths are not included in the Settlements.
2. Only individuals are included. Business, governments, libraries, non-profits, and other entities are not included.
3. People who obtained rental E-books, free E-books, and E-books received as gifts only are not included. (Only purchasers are included in the Settlements. If you received an E-book as a gift, you are not included. The person who purchased it for you may be included.)

Although residents of other states, territories and commonwealths are included in the Macmillan and Penguin Settlements, they will be subject to different conditions than Minnesota consumers and are encouraged to review the detailed notice for non-Minnesota residents found on the Settlement Website at www.EBooksAGSettlements.com or ordered by calling 1-866-621-4153.

5. What is an E-book?

In these Settlements, an E-book is an electronically formatted book designed to be read on a computer, a handheld device (including an e-reader or tablet), or other electronic device capable of visually displaying books. In these Settlements, an E-book is not an audio book.

6. What is an imprint?

Many of the Publishers have imprints or divisions within their companies that publish E-books that are included in the Settlements. For example, Simon & Schuster has the imprint Wall Street Journal Books. So if you purchased one or more E-books from April 1, 2010 through May 21, 2012 that were published by any of the Publishers (including their divisions), you may be eligible for a payment or account credit. For a full list of all Publishers and their imprints, and instructions on how to determine which E-books you have purchased and which company published a particular E-book, please select the Minnesota link on the Settlement Website at www.EBooksAGSettlements.com.

7. How can I tell if my E-book purchases are included in the Settlements?

If you received a notice by email or postcard, you purchased at least one qualifying E-book and are included in the Settlements. Your purchases are based on the records of the retailer(s) through which you bought your E-book(s). (*See Question 11 for how to get a payment.*)

If you did not receive a notice, but think you may be included, you can research your purchases and the publishers of those E-books to determine whether you should file a Claim Form. More information on how to do so is available by selecting the Minnesota link on the Settlement Website at www.EBooksAGSettlements.com.

8. What if I'm still not sure the Settlements include my E-book purchase(s)?

If you are still unsure if the Settlements include your E-book purchase(s), please select the Minnesota link on the Settlement Website at www.EBooksAGSettlements.com, email info@EBooksAGSettlements.com, or call 1-866-621-4153.

THE SETTLEMENTS' BENEFITS

9. What do the Settlements provide?

The Settling Publishers have agreed to pay a total of \$3.909 million into a fund to pay Minnesota customers who purchased E-books published by any of the five Publishers.

If you bought one or more E-books that are included in the Settlements, you will be eligible for a credit or check representing part of your purchase price for each qualifying E-book.

The Settlements also include agreements by the Publishers to:

- End certain agreements relating to the sale of E-books that were entered into prior to April 11, 2012;
- Not place restrictions on retailers' ability to offer discounts on E-books for two years;
- Not share sensitive competitive information with other publishers for five years;
- Comply with antitrust laws and requirements, including the Department of Justice's Final Judgment in a federal case about the same matters at issue in these lawsuits;
- Train appropriate people in their companies about antitrust laws and regulations; and
- Comply with other related orders of the Court regarding antitrust issues or anticompetitive conduct.

The Settlements also provide for payment to Class Counsel for attorneys' fees and expenses and payment for attorney fees, expenses and other payments to the Attorneys General. Funds to pay these amounts do not come out of the money that will be used to pay consumers.

The lawsuits against Apple continue. Your rights against Apple in the lawsuits are not affected by any action you take in these Settlements. You do not need to exclude yourself from these Settlements to retain your rights against Apple.

10. How much will my payment be?

At this time, it is unknown exactly how much of the Settlement consumer fund a purchaser of E-books will receive. Residents of Minnesota are included in the Macmillan, Penguin, and Minnesota-only Settlements. The State of Minnesota did not participate in the earlier settlements between the State Attorneys General and Hachette, HarperCollins and Simon & Schuster. Instead, class counsel represented Minnesota consumers and negotiated a settlement with these three publishers. This recent Minnesota-only settlement required payment of a higher percentage of damages than did the Prior Settlements. Minnesota residents will, therefore, receive a higher per-book payment than other consumers. The Plaintiffs have submitted a "plan of distribution," which is a plan to divide the Settlement Fund among consumers. The Plaintiffs' plan of distribution requests Court

approval to combine funds from the Macmillan and Penguin Settlements with the funds from the Minnesota-only Settlement into one fund for payment to Minnesota consumers. The Court will determine whether to approve this plan when considering final approval of the Settlements. If the Court approves the plan of distribution, it will be posted on the Settlement Website.

The amount of your credit or check will be affected by how many qualifying E-books you purchased. There will be two levels of payments, based on categories of books. While the exact amount to be paid per E-book in each category is not yet finalized, the best estimates of payments for each E-book you purchased, based on the Plaintiffs proposed plan for a combined fund for Minnesota residents, are as follows:

- **New York Times bestsellers:** \$3.82 per E-book. These include titles that were New York Times bestsellers at any time, irrespective of when you purchased the E-book.
- **Non-New York Times bestsellers:** \$.93 per E-book. These E-books include any titles that were not *New York Times* bestsellers.

11. What do I have to do to get my payment?

What you must do to get a payment depends on the retailer(s) through which you bought qualifying E-books.

- E-book purchases through **Amazon, Barnes & Noble, Kobo, or Apple:** You do not need to do anything to receive your account credit. You received or will receive an email notice from the retailer or from the Settlement Claims Administrator. You will receive a credit in your account automatically if the Court approves the Settlements. You have the option of receiving a check if you do not want to receive an automatic credit in your account.
- E-book purchases through **Sony:** You do not need to do anything to receive your account credit. You received or will receive either an email or postcard notice from the Settlement Claims Administrator. You will receive a check automatically if the Court approves the Settlements.
- E-book purchases through **Google:** You must file a Claim Form, and on the Claim Form you must enter your Settlement ID number from the Google email in order to request a payment. If the Court approves the Settlements, your payment amount will be calculated and a check will be mailed to you. You can complete a Claim Form online available by selecting the Minnesota link found on the Settlement Website at www.EBooksAGSettlements.com. Or, you may complete and mail a hard copy Claim Form. You may download the hard copy Claim Form by selecting the Minnesota link found on the Settlement Website at www.EBooksAGSettlements.com or request it by emailing info@EBooksAGSettlements.com or calling 1-866-621-4153.
- E-book purchases through **any other retailer not listed above:** You must file a Claim Form detailing your E-books purchased while you were a Minnesota resident during the Claims Period, in order to receive a check. You can complete a Claim Form online available by selecting the Minnesota link found on the Settlement Website at www.EBooksAGSettlements.com. Or, you may complete and mail a hard copy Claim Form. You may download the hard copy Claim Form by selecting the Minnesota link found on the Settlement Website at www.EBooksAGSettlements.com or request it by emailing info@EBooksAGSettlements.com or calling 1-866-621-4153.

If you bought qualifying E-books through Amazon, Barnes & Noble, Kobo, Apple, Sony, or Google, but you have not received an email informing you about the Settlements, please call 1-866-621-4153 or email info@EBooksAGSettlements.com.

The retailers that are providing notice or any account credit are doing so voluntarily for your convenience. No retailers have been sued in this case.

12. If I lived in Minnesota and another state or territory and purchased E-books, do I have to file two Claim Forms?

If you lived in Minnesota and another state or territory and purchased E-books in both states or territory between April 1, 2010 and May 21, 2012, you will need to submit two Claim Forms (See question 11 to determine whether you are a customer who has to submit a Claim Form.). Submit one Claim Form with your Minnesota E-book purchases and a separate Claim Form for non-Minnesota resident purchases. (See Question 11 for how to get a payment).

13. When will I get a payment?

Payments will be distributed if the Court grants final approval to the Settlements after a hearing on Month 00, 2013, and after any appeals are resolved. We don't know how much time it could take to resolve any appeals that may be filed.

EXCLUDING YOURSELF FROM THE SETTLEMENTS

If you don't want money from one or more of the Settlements, then you must take steps to get out of the Settlement(s). This is called excluding yourself or "opting out."

14. How do I exclude myself from the Settlements?

You can exclude yourself from 1) all the Settlements, 2) some of the Settlements, or 3) part of the Minnesota-only Settlement. You are allowed to exclude yourself from the Settlements as a whole or individually. For example, you can choose to exclude yourself from the Macmillan Settlement and the Hachette portion of the Minnesota-only Settlement.

To exclude yourself from a Settlement, you **must** complete an Exclusion Form For Minnesota Residents, which is available by selecting the Minnesota link found on the Settlement Website at www.EBooksAGSettlements.com or by calling 1-866-621-4153. You must complete, print, sign, and mail the completed Exclusion Form for Minnesota Residents, postmarked no later than Month Day, Year to the Settlement Administrator at the following address:

E-books AG Settlements Exclusions
PO Box 2825
Faribault, MN 55021-8630

Non-Minnesota Residents: If you did not reside in the State of Minnesota during the Claims Period and wish to exclude yourself from the Macmillan and/or Penguin Settlements, you must submit an Exclusion Form for Non-Minnesota Residents found at www.EBooksAGSettlements.com

15. If I exclude myself from part of a Settlement, can I still get benefits from that Settlement?

No. You will not get any benefits from a Settlement if you exclude yourself from that Settlement. You can exclude yourself from a Settlement with one Publisher, however, and participate in the Settlements with the other Publishers. For each Settlement you opt out of, your Settlement Payment will be reduced by a certain percentage:

- If you opt out of the Hachette part of the Minnesota-Only Settlement, your Settlement Payment will be reduced by 24.9%.
- If you opt out of the HarperCollins part of the Minnesota-Only Settlement, your Settlement Payment will be reduced by 15.37%.

- If you opt out of the Simon & Schuster part of the Minnesota-Only Settlement, your Settlement Payment will be reduced by 13.94%.
- If you opt out of the Macmillan Settlement, your Settlement Payment will be reduced by 9.82%.
- If you opt out of the Penguin Settlement, your Settlement Payment will be reduced by 35.97%.

16. If I exclude myself from a Settlement, can I sue the Publishers separately?

If you exclude yourself, you may be able to sue the Publishers about the issues related to this case. If you do not exclude yourself, you give up your right to sue the Publishers about the issues related to this case.

If you exclude yourself from these Settlements, you may still participate in the separate lawsuits against Apple.

OBJECTING TO THE SETTLEMENTS

17. How do I object?

If you have not excluded yourself from a Settlement, you may object to any aspect of that Settlement, including the plan of distribution. To object, you must submit a letter that includes the following:

- Your name, address, and telephone number;
- A statement saying that you object to the Settlement(s) in *State of Texas, et al. v. Penguin Group (USA) Inc., et al.*, Case No.12-cv-3394 and *In Re: Electronic Books Antitrust Litigation*, Case No. 11-MD 2293, the Settling Publisher's name for each of the Settlements to which you object (Hachette, HarperCollins, Simon & Schuster, Macmillan and/or Penguin);
- The reasons you object to the Settlement(s), along with any supporting materials;
- Proof that you are an Eligible E-book Purchaser by providing a) your unique ID number found in your email or postcard notice of the Settlements, or b) names of books purchased, purchase date, and retailer; and
- Your signature.

You must submit your objection, postmarked no later than Month Day, Year, to these two addresses:

Clerk of Court U.S. District Court for the Southern District of New York 500 Pearl Street, New York, New York 10007-1312	E-books AG Settlements Objections, P.O. Box 2825 Faribault, MN 55021-8630
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18. What's the difference between objecting and excluding?

Objecting is simply telling the Court that you don't like something about the Settlement(s). You can object to a Settlement only if you do not exclude yourself from that Settlement. Excluding yourself from a Settlement is telling the Court that you don't want to be part of the Settlement. If you exclude yourself from a Settlement, you have no basis to object to the Settlement because it no longer affects you.

THE COURT'S FINAL APPROVAL HEARING

- The Court will hold a hearing to decide whether to approve the Settlements, including payments to consumers and to the states. You may attend, but you don't have to do so.

19. When and where will the Court decide whether to approve the Settlements?

The Court will hold a final approval hearing at XX:00 x.m. on Month Day, Year, at the U.S. District Court for the Southern District of New York, located at 500 Pearl Street, New York, New York. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check the website at www.EBooksAGSettlements.com.

At this hearing the Court will consider whether each Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them at this time. After the hearing, the Court will decide whether to approve the Settlements. The Court's decision may be appealed. We do not know how long these decisions will take. Please be patient.

20. Do I have to come to the hearing?

No. The Attorneys General and Class Counsel will answer questions the Court may have. But you may come at your own expense. If you send an objection, you don't have to come to Court to talk about it. As long as you submitted your written objection on time, to the proper address, the Court will consider it. You may also pay your own lawyer to attend, but it's not necessary.

21. May I speak at the hearing?

Yes. You may appear at the hearing, either on your own, or through an attorney you hire, to present any evidence or argument that the Court decides is proper and relevant. To appear, you must file a Notice of Appearance. Your Notice of Appearance must include:

- Your name, address, and telephone number;
- A statement saying that you are filing a Notice of Appearance to speak at the Final Approval Hearing in *State of Texas, et al. v. Penguin Group (USA) Inc., et al.* Case No.12-cv-3394 and *In Re: Electronic Books Antitrust Litigation*, Case No. 11-MD 2293,
- An explanation of what you want to speak about;
- An attachment with any supporting documentation; and
- Your signature.

You must mail your Notice of Appearance, postmarked no later than Month Day, Year, to these two addresses:

Clerk of Court U.S. District Court for the Southern District of New York 500 Pearl Street, New York, New York 10007-1312	E-books AG Settlements PO Box 2825 Faribault, MN 55021-8630
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IF YOU DO NOTHING

22. What happens if I do nothing at all?

What happens if you do nothing depends on the retailer(s) through which you bought E-books.

- If you bought qualifying E-books through **Amazon, Barnes & Noble, Kobo, or Apple**: You will receive a credit in your account automatically if the Court approves the Settlements. (*See Question 11.*)
- If you bought qualifying E-books through **Sony**: You will receive a check automatically if the Court approves the Settlements. (*See Question 11*)
- If you bought qualifying E-books through **any other retailer not listed above**: You will not receive any benefits from the Settlements unless you file a Claim Form. (*See Question 11.*)

ADDITIONAL INFORMATION

23. How do I get more information?

The notice summarizes the proposed Settlements. More details are in the Settlement Agreements. You can get copies of the Settlement Agreements by selecting the Minnesota link found on the Settlement Website at www.EBooksAGSettlements.com. You may also write with questions to E-books AG Settlements Administrator, P.O. Box 2825, Faribault, MN 55021-8630 or call 1-866-621-4153.

24. What happens to any funds remaining after the distribution to consumers?

If consumer funds remain after the initial distribution, the Settlement Agreements state that these funds should be saved for any future consumer distribution resulting from a settlement or judgment. Any funds left over from that distribution will be given to one or more charitable organization(s) whose purposes relate to reading, literacy or access by the public to electronic books or as otherwise directed by the Court. This is called a *cy pres* distribution. If a *cy pres* distribution is made, the percentage of any funds that can be attributed to purchases made by class consumers will be given to Reading is Fundamental, a non-profit organization dedicated to motivating children to become lifelong readers.

ATTACHMENT D

**If You Bought
an E-Book**

*You May Be Eligible
for a Payment
From a \$166 Million
Settlement Fund*

ATTACHMENT E

Legal Notice

If You Bought an E-book

You Could Get a Payment from a \$95 Million Settlement

Settlements have been reached with Macmillan and Penguin in antitrust lawsuits filed by State Attorneys General and Class Counsel about the prices of electronic books ("E-books"). The lawsuits claim there was a conspiracy involving Macmillan, Penguin, and other top U.S. publishers and Apple, Inc. ("Apple") to fix and raise retail prices of E-books. Macmillan and Penguin have agreed to settle the lawsuits but deny they did anything wrong.

Who is Included in the Settlements?

You are included in the Settlements if:

1. You purchased an E-book that was published by Hachette, HarperCollins, Simon & Schuster, Macmillan, or Penguin (as well as all other names under which these publishers also publish E-books), and
2. The purchase was made from April 1, 2010 through May 21, 2012, and
3. You were a resident of 1) any U.S. State or Commonwealth, 2) the District of Columbia, or 3) one of the five U.S. Territories at the time of purchase.

If you would like to review a full list of the publishers included, please visit www.EBooksAGSettlements.com.

What Does the Settlement Provide?

Macmillan and Penguin have agreed to pay \$95 million into a fund to pay customers who purchased E-books published by any of the five Publishers. The Settlements also include agreements by Macmillan and Penguin to comply with antitrust laws, and certain orders of the Court.

If you purchased one or more qualifying E-books, depending on the retailer through which you purchased your E-books, you are eligible to:

- Receive an *automatic* credit into your E-book retailer account, unless you ask for a check,
- Receive an *automatic* check, or
- File a Claim Form to receive a check.

The Court must still approve the Attorneys' General and Class Plaintiffs' plan to distribute the Settlement money to consumers. This plan includes a request that the Court approve combining the \$95 million from the Macmillan and Penguin Settlements with monies from settlements the Court has previously approved into one Settlement Fund.

While the exact amount of payments per E-book is not yet known, there will be two levels of payments, based on categories of books. The best estimates of payments for each E-book you purchased are as follows:

- **New York Times bestsellers:** \$3.06 per E-book. These include titles that were *New York Times* bestsellers at any time, irrespective of when you purchased the E-book.
- **Non-New York Times bestsellers:** \$.73 per E-book. These include any titles that were not *New York Times* bestsellers.

Residents of Minnesota are included in these Settlements, but they will be subject to different conditions than other consumers and are encouraged to review the detailed notice for Minnesota-only residents by selecting the Minnesota link found on the Settlement Website at www.EBooksAGSettlements.com or by calling 1-866-621-4153.

How to Get Benefits?

If you have received notice by email or postcard that you are entitled to an automatic credit or check, you do not need to do anything to receive your payment. You will receive future communications about your credit or check. If you have not received notice, you should call 1-866-621-4153 or visit www.EBooksAGSettlements.com to learn more about the Settlements and decide whether to file a Claim Form. Claim Forms must be postmarked by Month Day, Year.

Your Other Rights

You can choose to exclude yourself from the Settlements. The exclusion must be in writing and postmarked by Month Day, Year. If you exclude yourself from a Settlement, you will not receive a benefit from that Settlement. If you do not exclude yourself from the Settlements, you will not be able to sue Macmillan or Penguin for any claims at issue in this case. If you stay in the Settlements, you may object to them in writing, postmarked by Month Day, Year. The Detailed Notice explains how to exclude yourself or object, and an Exclusion Form is available online or by mail. The Court will hold a hearing on Month 00, 2013, at x:xx x.m. to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.